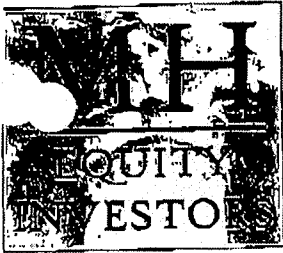


Liupakka Decl. Ex. 5



**MH PRIVATE EQUITY FUND, LLC
CAPITAL CALL NOTICE
SEPTEMBER 8, 2006**

Merchant Capital, LLC
c/o Menard, Inc.
4777 Menard Drive
Eau Claire, WI 54703
ATTN: John R. Menard, Jr.

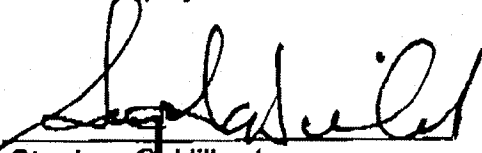
In accordance with Section 5.3 of the Operating Agreement of MH Private Equity Fund, LLC dated August 31, 2005; the Manager hereby calls for Merchant Capital, LLC, the Menard Member of that Fund, to make a capital contribution to the Fund of One Million Nine Hundred Twelve Thousand Five Hundred Dollars (\$1,912,500). This amount will be used by the Fund for management fee applicable to the Management Fee Year beginning August 31, 2006 as shown on the attached calculation.

In accordance with the Agreement, such Capital Contribution is payable not later than three business days after this notice or September 13, 2006. Wiring instructions for this payment are attached.

Capitalized terms used in this notice are defined in the Operating Agreement of MH Private Equity Fund, LLC dated August 31, 2005.

If there are any questions on this matter, please contact Rollin M. Dick.

MH Private Equity Fund, LLC

By: 
Stephen C. Hilbert
President & CEO

**MANAGEMENT FEE FOR THE MANAGEMENT FEE YEAR
BEGINNING AUGUST 31, 2006, CALCULATED IN ACCORDANCE WITH
SECTION 5.6 OF THE OPERATING AGREEMENT**

A. 1% OF THE FOLLOWING PER Section 5.6(b):	
(i) Purchase price paid for all securities held:	
ORBCOMM	\$ 15,000,000
UMG	40,092,500
Sunshine	<u>128,410,000</u>
Total	183,502,500
(ii) Amount committed but not yet Invested (ORBCOMM)	10,000,000
(iii) Maximum additional capital Contributions not yet obligated to invest	<u>206,497,500</u>
Total	<u>\$400,000,000</u>
1% thereof	<u>\$4,000,000</u>
Maximum permitted annual fee	<u>\$3,000,000</u>
B. Less credit for various fees per Section 5.6(c) and (d):	
Advisory fee from UMG received June 2006	\$ 1,000,000
Quarterly monitoring fee from UMG received June 2006	50,000
Advisory fee from Sunshine received August 2006	<u>3,125,000</u>
Total fees received in Management Fee Year	4,175,000
Less base amount	<u>2,000,000</u>
Excess over base amount	<u>\$ 2,175,000</u>
50% thereof	<u>\$1,087,500</u>
C. Net fee due for Management Fee Year beginning August 31, 2006	<u>\$1,912,500</u>